

MORGAN, LEWIS & BOCKIUS LLP  
 JOSEPH E. FLOREN, State Bar No. 168292  
 KIMBERLY A. KANE, State Bar No. 226896  
 One Market Street, Spear Street Tower  
 San Francisco, CA 94105-1126  
 Tel: 415.442.1000  
 Fax: 415.442.1001  
 jfloren@moganlewis.com  
 kkane@morganlewis.com

ROBERT E. GOODING, JR., State Bar No. 50617  
 JENNIFER R. BAGOSY, State Bar No. 223145  
 5 Park Plaza, Suite 1750  
 Irvine, CA 92614  
 Tel: 949.399.7000  
 Fax: 949.399.7001  
 rgooding@morganlewis.com  
 jbagosy@morganlewis.com

MARC J. SONNENFELD (*pro hac vice*)  
 KAREN PIESLAK POHLMANN (*pro hac vice*)  
 1701 Market Street  
 Philadelphia, PA 19103-2921  
 Tel: 215.963.5740  
 Fax: 215.963.5001  
 msonnenfeld@morganlewis.com  
 kpohlmann@morganlewis.com

Attorneys for Nominal Defendant  
 HEWLETT-PACKARD COMPANY

IN THE UNITED STATES DISTRICT COURT  
 FOR THE NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION

IN RE HEWLETT-PACKARD COMPANY  
 SHAREHOLDER DERIVATIVE LITIGATION,

Master File No. 12-cv-6003 CRB

**STIPULATION OF ALL PARTIES TO  
 STAY CASE THROUGH JULY 31,  
 2013; [PROPOSED] ORDER**

Dept.: Courtroom 6, 17th Floor  
 Judge: Honorable Charles R. Breyer

This Document Relates to: All Actions

1 WHEREAS, on May 3, 2013, Plaintiff Stanley Morrical (“Plaintiff”) filed his  
 2 Consolidated Shareholder Derivative Complaint (“Complaint”) asserting claims on behalf of  
 3 Nominal Defendant Hewlett-Packard Company (“HP”), arising from or relating to HP’s  
 4 acquisition in 2011 of Autonomy Corporation plc (“Autonomy”) and surrounding circumstances  
 5 (the “Derivative Complaint”);

6 WHEREAS, pursuant to the Court’s Order entered February 21, 2013 (Dkt. No. 61),  
 7 responses to the Complaint are currently due no earlier than July 2, 2013; briefs in opposition to  
 8 motions in response to the Complaint are due September 3, 2013; and reply briefs on such  
 9 motions are due October 3, 2013;

10 WHEREAS, on May 10, 2013, HP filed a Motion to Stay this action until the earlier of  
 11 (a) when the committee, formed by HP’s Board of Directors to investigate potential claims by the  
 12 Company, completes its investigation and makes a recommendation to the Board, and the Board  
 13 makes its decision whether to pursue this litigation; or (b) when the Court decides a motion to  
 14 dismiss in the related securities class action arising from the Autonomy acquisition entitled *In re*  
 15 *HP Securities Litigation*, No. 12-cv-5980 CRB; and in any event not later than (c) January 17,  
 16 2014 (the “Motion to Stay”) (Dkt. No. 76);

17 WHEREAS, Plaintiff’s opposition to HP’s Motion to Stay is due on May 24, 2013, and  
 18 the Motion is set for hearing on June 21, 2013; and

19 WHEREAS, counsel for HP and Plaintiff have met and conferred regarding the issues  
 20 presented by HP’s Motion to Stay, and have reached agreement that a temporary stay of this  
 21 action as provided herein is warranted based on the current facts and circumstances and  
 22 considerations of judicial economy and efficiency, with each party reserving all rights and  
 23 arguments, and without prejudice to any party seeking or opposing a further continuation of or  
 24 termination of the stay; and,

25 WHEREAS, the parties agree that nothing herein shall be deemed an acknowledgement or  
 26 concession by Plaintiff with respect to the arguments in HP’s Motion to Stay, or an  
 27 acknowledgement or concession by HP that the duration of the stay provided herein is or will be  
 28 sufficient,

1 NOW, THEREFORE, subject to the Court's approval, IT IS HEREBY STIPULATED  
 2 AND AGREED by and among all parties who have appeared in this action, through their  
 3 undersigned counsel of record, as follows:

4 1. This action is stayed in its entirety. Unless otherwise ordered by the Court, this  
 5 action shall remain stayed until July 31, 2013.

6 2. During the time when this action is stayed, no Defendant shall be required to file  
 7 any answer, motion, or other response to the Complaint. The schedule for responsive pleadings  
 8 and motions, as established in the Court's February 21, 2013 Order, shall be and is hereby  
 9 continued for the duration of the stay, such that (a) Defendants' answers, motions, or other papers  
 10 in response to the Complaint are due on or before September 10, 2013; (b) in the event  
 11 Defendants file any motions directed at the Complaint, Plaintiff's opposition briefs shall be filed  
 12 on or before November 12, 2013; and (c) reply briefs on such motions shall be on or before  
 13 December 12, 2013.

14 3. HP's Motion to Stay (Dkt. No. 76) is off calendar, without prejudice to HP  
 15 renewing that motion or otherwise seeking a further stay of the action.

16 4. The stay shall not prevent any party from filing or opposing a motion or stipulation  
 17 seeking to terminate, continue, or extend the stay of the action. This stipulated stay shall not  
 18 prejudice any rights or future arguments of any party with respect to the need for or appropriate  
 19 duration of the stay of the action, all of which rights and arguments are expressly reserved.

20 **IT IS SO STIPULATED.**

21 Dated: May 23, 2013

MORGAN, LEWIS & BOCKIUS LLP

22 By /s/ Joseph E. Floren

23 Joseph E. Floren

24 Attorneys for Nominal Defendant

HEWLETT-PACKARD COMPANY

25 I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this  
 26 STIPULATION OF ALL PARTIES TO STAY CASE THROUGH JULY 31, 2013;  
 27 [PROPOSED] ORDER. In compliance with Local Rule 5-1(i)(3), I hereby attest that each of the  
 28 signatories below has concurred in this filing.

1 Dated: May 23, 2013

COTCHETT, PITRE & MCCARTHY, LLP

2  
3 By /s/ Mark C. Molumphy

4 Mark C. Molumphy  
Attorneys for Plaintiff  
STANLEY MORRICAL

5 Dated: May 23, 2013

COOLEY LLP

6  
7 By /s/ John C. Dwyer

8 John C. Dwyer  
Attorneys for Defendant  
MARGARET C. WHITMAN

9 Dated: May 23, 2013

10 PILLSBURY WINTHROP SHAW  
PITTMAN LLP / DEBEVOISE &  
11 PLIMPTON LLP

12 By /s/ Bruce A. Ericson

13 Bruce A. Ericson  
Colby A. Smith  
14 Bruce E. Yannett  
Attorneys for Defendant  
15 LEO APOTHEKER

16 Dated: May 23, 2013

SKADDEN, ARPS, SLATE, MEAGHER &  
17 FLOM LLP

18 By /s/ Timothy A. Miller

19 Timothy A. Miller  
Attorneys for Defendants  
20 RAYMOND J. LANE, SHUMEET  
BANERJI, RAJIV L. GUPTA, JOHN H.  
HAMMERGREN, MARC L.  
21 ANDREESSEN, PATRICIA F. RUSSO,  
ANN M. LIVERMORE, GARY M.  
22 REINER, G. KENNEDY THOMPSON,  
RALPH V. WHITWORTH, LAWRENCE  
23 T. BABBIO, JR., SARI M. BALDAUF,  
and DOMINIQUE SENEQUIER

24 Dated: May 23, 2013

O'MELVENY & MYERS LLP

25 By /s/ Daniel Bookin

26 Daniel Bookin  
Attorneys for Defendant  
27 SHANE ROBISON

1 Dated: May 23, 2013

SHERMAN & STERLING LLP

2  
3 By /s/ Patrick D. Robbins  
4 Patrick D. Robbins  
5 Attorneys for Defendant  
PERELLA WEINBERG PARTNERS LP

6 Dated: May 23, 2013

SULLIVAN & CROMWELL LLP

7 By /s/ Brendan P. Cullen  
8 Brendan P. Cullen  
9 Attorneys for Defendant  
BARCLAYS CAPITAL

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**[PROPOSED] ORDER**

Pursuant to the foregoing stipulation, and good cause appearing,  
**IT IS SO ORDERED.**

Date: \_\_\_\_\_ 2013

\_\_\_\_\_  
Honorable Charles R. Breyer  
UNITED STATES DISTRICT JUDGE

**DECLARATION OF JOSEPH E. FLOREN (L.R. 6-2)**

I, Joseph E. Floren, state as follows:

1. I am an attorney admitted to practice before this Court and am a partner of Morgan, Lewis & Bockius LLP, counsel of record for Nominal Defendant Hewlett-Packard Company (“HP”) in this action. I submit this declaration pursuant to Local Rule 6-2 in support of the parties’ foregoing Stipulation to a stay of this case through July 31, 2013. I have personal knowledge of the facts stated below and if called upon to testify to these facts, I could and would competently do so.

2. On February 21, 2013, the Court entered an order granting the Parties’ Stipulation Consolidating Shareholder Derivative Actions, which also set deadlines by which a consolidated shareholder derivative complaint was due, the date by which HP must file a Motion to Stay, and a briefing schedule for motions to dismiss in the Derivative Action (the “Consolidation Order”). (Dkt. No. 61)

3. Pursuant to the Consolidation Order and the Court’s March 4, 2013 Order appointing Stanley Morrical (“Plaintiff”) as lead plaintiff in this consolidated action (Dkt. No. 65), Plaintiff filed his Consolidated Shareholder Derivative Complaint (the “Complaint”) on May 3, 2013, and the currently effective schedule for responses to the Complaint is as follows: responses and motions due no earlier than July 2, 2013; opposition briefs due September 3, 2013; and reply briefs due October 3, 2013. The Consolidation Order is the first and only stipulation of the parties and order of the Court setting due dates for this action.

4. On May 10, 2013, HP filed a Motion to Stay seeking to stay this action until the earlier of (a) when the independent committee, formed by HP’s Board of Directors to investigate potential claims by the Company, completes its investigation and makes a recommendation to the Board, and the Board makes its decision whether to pursue this litigation; or (b) when the Court decides a motion to dismiss in the related securities class action arising from the Autonomy acquisition entitled *In re HP Securities Litigation*, No. 12-cv-5980 CRB; and in any event not later than (c) January 17, 2014. (Dkt. No. 76)

5. I have met and conferred with Plaintiff’s counsel, and the parties have agreed to

1 stay the action temporarily on the terms provided in the foregoing stipulation, without prejudice  
 2 to any party seeking to continue, extend, or terminate that stay. The requested stay and attendant  
 3 extension of pending pleading deadlines promotes judicial economy and efficiency because,  
 4 among other reasons, it avoids the necessity for litigation of HP's Motion to Stay at this time and  
 5 will narrow the scope of potential future disagreement between the parties regarding whether the  
 6 case should continue to be stayed.

7 6. Entering an Order approving this Stipulation will vary the current schedule for the  
 8 action as follows:

- 9 • the action is stayed from this date until July 31, 2013, subject to any further  
 10 motion, stipulation or order of the Court to extend, continue, or terminate the stay  
 11 at any time;
- 12 • Responses, including motions to dismiss, the Complaint, currently due July 2,  
 13 2013, shall now be due on September 10, 2013;
- 14 • Opposition briefs, currently due September 3, 2013, shall now be due on  
 15 November 12, 2013; and
- 16 • Reply briefs, currently due October 3, 2013, shall now be due December 12, 2013.

17 7. All parties who have appeared in the action have entered into the Stipulation and  
 18 agreed to the stay and foregoing briefing schedule.

19 I declare under penalty of perjury under the laws of the United States that the foregoing is  
 20 true and correct, and that this declaration was executed in San Francisco, California on May 23,  
 21 2013.

22  
 23 /s/ Joseph E. Floren

24 \_\_\_\_\_  
 25 Joseph E. Floren  
 26  
 27  
 28